

Advisory Board Bylaws

PREAMBLE

WHEREAS, the Riverview Psychiatric Center, located in Augusta, Maine, is a hospital for the mentally ill established under the laws of the State of Maine, owned by the State of Maine, and operated by the Maine Department of Health and Human Services;

WHEREAS, the mission of the Riverview Psychiatric Center is to protect, treat, and stabilize persons with the most severe mental illness in collaboration with community providers;

WHEREAS, the vision of the Riverview Psychiatric Center is to be a center for excellence in assisting people with severe mental illness in restoring their functioning, thereby enabling them to resume treatment in the community;

WHEREAS, the purpose of the Riverview Psychiatric Center in fulfillment of its mission and vision, is to offer medically directed inpatient and outpatient psychiatric services for the diagnosis, treatment, care, protection, and rehabilitation as indicated of individuals admitted with psychiatric disorders;

WHEREAS, the policy of the Riverview Psychiatric Center is to treat clients without regard to sex, race, color, creed, sexual orientation, or national origin;

WHEREAS, it is essential that the Riverview Psychiatric Center comply with all federal, state, and local laws, regulations, and ordinances, and with the requirements of various accrediting agencies, in the performance of its responsibilities;

WHEREAS, the laws of the State of Maine vest the Commissioner of the Department of Health and Human Services with the general supervision, management and control of the Riverview Psychiatric Center;

WHEREAS, the Advisory Board can help the Riverview Psychiatric Center achieve its mission and vision, ensure compliance with applicable mandates, and ultimately improve the quality of client care;

WHEREAS, inclusion of members of the community on the Advisory Board will result in valuable input and involvement from the community and more collaborative dealings between the Riverview Psychiatric Center and the community; and

WHEREAS, the collaborative and cooperative efforts of the Advisory Board, the Medical Staff, the administrative staff, and others are necessary to achieve the mission and vision of the Riverview Psychiatric Center;

THEREFORE, the Advisory Board adopts these bylaws as the framework through which the responsibilities of the Advisory Board, the Medical Staff, and the administrative staff of the Riverview Psychiatric Center will be discharged and their inter-relationships will be governed.

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ARTICLE I

Definitions

SECTION 1. Definitions. As used in these bylaws, unless the context indicates otherwise, the following terms have the following meanings:

Accrediting Agencies. “Accrediting agencies,” means the Maine Department of Human Services, the Centers for Medicare and Medicaid Services, and the Joint Commission on Accreditation of Healthcare Organizations.

Advisory Board. “Advisory Board” means the Advisory Board of the Riverview Psychiatric Center.

Deputy Commissioner of Programs. “Deputy Commissioner” means the Deputy Commissioner of Programs for the Department of Health and Human Services.

Riverview Psychiatric Center. “Riverview Psychiatric Center and all associated satellite clinics and programs.

Commissioner. “Commissioner” means the Commissioner of the Department of Health and Human Services.

Consent Decree. “Consent Decree” means an order entered by the Maine Superior Court in Civil Action Docket No. 89-88, and related orders of the Superior Court, setting forth requirements for the management and operation of the Riverview Psychiatric Center.

Department. “Department” means the Department of Health and Human Services.

Director of Continuous Performance Improvement. “Director of Continuous Performance Improvement” means the Director of Clinical Risk Management and Quality Improvement of the Riverview Psychiatric Center.

Director of Nursing. “Director of Nursing” means the Director of Nursing of the Riverview Psychiatric Center.

Director of Operations and Administrative Services. “Director of Operations and Administrative Services” means the Director of Operations and Administrative Services of the Riverview Psychiatric Center.

Ex Officio. “Ex officio” means serving as a member of a group by virtue of an office or position held and, unless expressly stated to the contrary, means with a vote.

Fiscal Year. “Fiscal year” means the period from July 1 to June 30.

Hospital. “Hospital” means the Riverview Psychiatric Center.

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Hospital's Quality Improvement Council. "Hospital's Quality Improvement Council" means the quality improvement council established by the Department Health and Human Services under 34-B M.R.S.A. § 3607 to evaluate the delivery of mental health services at the Riverview Psychiatric Center and advise the Department regarding quality assurance, operations, and functions of the Hospital.

Medical Director. "Medical Director" means the leader of the Medical Staff of the Riverview Psychiatric Center, appointed by the Advisory Board.

Medical Staff. "Medical Staff" means the Hospital's formal organization of all licensed physicians, mid-levels, dentists, podiatrists, optometrists and other practitioners of the healing arts who have been granted appointment and clinical privileges by the Advisory Board.

Mid-level. "Mid-level" means a nurse practitioner or physician assistant who has been granted appointment to the Medical Staff by the Advisory Board.

President of the Medical Staff. "President of the Medical Staff" means the chief elected officer of the Medical Staff of the Riverview Psychiatric Center.

Superintendent. "Superintendent" means the chief administrative officer of the Riverview Psychiatric Center.

ARTICLE II

Duties and Responsibilities

SECTION 1. **Duties and Responsibilities.** The duties and responsibilities of the Advisory Board are as follows, subject to the statutory authority of the Commissioner:

- a. Ensure that the Hospital acts in furtherance of its mission and vision statements and consistently with its objective of delivering quality client care;
- b. Advise the Deputy Commissioner of Programs on the appointment of the Superintendent;
- c. Advise the Superintendent on the management, control, and operation of the Hospital;
- d. Establish the Hospital's Medical Staff and act as the approving authority for the Medical Staff bylaws;
- e. Review and act on recommendations of the Medical Staff, including recommendations regarding appointments and reappointments to the Medical Staff, and the granting or curtailing of Medical Staff privileges;
- f. Ensure the Hospital's compliance with all applicable federal, state, and local laws, regulations, and ordinances, with the requirements and recommendations of the accrediting agencies, and with the requirements of the Consent Decree.

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- g. Evaluate annually the results of the Hospital's Continuous Performance Improvement and Safety Programs and take appropriate action regarding the Programs;
- h. Require a system for ongoing evaluation of services to provide certification of competency for the Hospital's professional staff that provide client care;
- i. Require institutional planning and monitor implementation;
- j. Provide for effective financial management by assisting in the preparation of the Hospital's budget and monitoring the implementation of the Hospital's financial plan;
- k. Provide for conflict resolution;
- l. Require that clients have access to and receive consistent levels of care;
- m. Participate in continuing education as appropriate and ensure that members of the Hospital's Medical Staff participate in continuing education; and
- n. Evaluate its own performance annually and provide a written summary of issues and recommended actions relating to its performance.

ARTICLE III

Membership

SECTION 1. **Number**. The Advisory Board shall consist of no more than Ten (10) members, all of whom shall be entitled to vote.

SECTION 2. **Members**. The following six (6) members of the Advisory Board shall be employees of the Department who shall serve ex officio:

- a. Deputy Commissioner
- b. Superintendent
- c. Deputy Superintendent(s)
- e. Director of Performance Improvement
- f. Director of Nursing
- g. Director of Staff Development

The Medical Staff shall be represented on the Advisory Board by the following two (2) members, who shall serve ex officio:

- a. Medical Director; and
- b. President of the Medical Staff, who shall be an elected representative of the Medical Staff.

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The following members of the Advisory Board shall be designated or appointed from the community (“community member”):

- a. A member of the Hospital’s Quality Improvement Council, designated by the Deputy Commissioner of Programs after recommendation from the Council;
- b. Elected member of the peer specialists group;
- c. A Maine consumer and/or a Maine provider of mental health services designated by the Deputy Commissioner of Programs after recommendations from the Superintendent and the Advisory Board; and

SECTION 3. **Terms of Office**. Terms of office for members of the Advisory Board are as follows:

- a. The six (6) ex-officio members are permanent members of the Advisory Board as long as they hold their professional positions.
- c. The community members shall be designated or appointed for one-year terms that will commence as follows: the Hospital’s Quality Improvement Council, January 1; Maine provider of mental health services, if any, March 1; Maine consumer of mental health services, if any, July 1.

SECTION 4. **Confidentiality Statement**. All members of the Advisory Board shall reflect in writing their understanding as to confidential information relating to the Hospital. Any community member’s designee who attends an Advisory Board meeting or who may receive or have privy to confidential information relating to the Hospital shall also reflect in writing their understanding as to the confidential information.

SECTION 5. **Resignation, Removal, Vacancy**. A non-ex-officio member of the Advisory Board may resign his/her office by delivering a written resignation to the Superintendent or the Executive Coordinator. The Commissioner may remove a non-ex-officio member from the Advisory Board at any time, with or without cause. A vacancy occurring as the result of the resignation or removal of a non-ex-officio member must be filled by the Commissioner after recommendations from the Superintendent and the Advisory Board.

ARTICLE IV

Officers

SECTION 1. **Designation of Officers**. The officers of the Advisory Board shall be a Chair, a Vice-Chair, and an Executive Coordinator. The Deputy Commissioner of Clinical Services shall serve ex officio as the Chair. The Superintendent shall serve ex officio as the Vice-Chair. The Director of Performance Improvement shall serve ex officio as Executive Coordinator.

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SECTION 2. **Additional Officers.** The Advisory Board may appoint such other officers and agents as it shall deem necessary and who shall hold their offices for such terms and shall exercise such powers and duties as shall be determined from time to time by the Advisory Board.

SECTION 3. **Chair.** The Chair shall preside at all meetings of the Advisory Board and shall be responsible for ensuring that the Advisory Board acts in conformity with these bylaws and in furtherance of the goals and objectives of the Hospital.

SECTION 4. **Vice-Chair.** The Vice-Chair shall preside at meetings of the Advisory Board in the Chair's absence.

SECTION 5. **Executive Coordinator.** The Executive Coordinator shall be responsible for coordinating the activities and functions of, and support for, the Advisory Board and shall preside at meetings of the Advisory Board in the absence of the Chair and Vice-Chair.

ARTICLE V

Meetings

SECTION 1. **Recorder.** The Superintendent shall designate a member of the Hospital's administrative staff to serve as Recorder to the Advisory Board. The Recorder shall be responsible for providing notice of meetings to members of the Advisory Board, making and retaining records of meetings, and such other duties as the Superintendent or the Advisory Board may direct. In the Recorder's absence, the Superintendent may designate another member of the administrative staff to act in the Recorder's place.

SECTION 2. **Regular Meetings.** The Advisory Board shall convene to discuss and carry out the Hospital's business on a regular basis, not less than six (6) times during one calendar year, and additionally as determined by the Advisory Board.

SECTION 3. **Special Meetings.** Special meetings of the Advisory Board may be called by the Chair or the Vice-Chair. The person calling the meeting shall fix the time and place of the meeting.

SECTION 4. **Notice of Meetings.**

- a. **Regular Meetings.** At the beginning of the calendar year the Recorder shall give members of the Advisory Board notice of the dates of all regular meetings for that year. In addition, the Recorder shall give one week's prior notice of regular meetings personally, by first class mail, by e-mail, by telephone, or by facsimile transmission.
- b. **Special Meetings.** The Recorder shall give at least one week's prior notice of a special meeting to each member of the Advisory Board. Such notice may be oral or written, may be given personally, by first class mail, by e-mail, by telephone, or by facsimile transmission, and shall state the place, date, and time of the meeting and the matters

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proposed to be acted on at the meeting. In the case of facsimile notification, the member to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.

SECTION 5. **Quorum**. At any meeting of the Advisory Board, fifty (50%) percent of the Advisory Board then in office constitutes a quorum. The members of the Advisory Board present at a duly called or held meeting at which a quorum was once present may continue to do business and take action at the meeting notwithstanding the withdrawal of enough members to leave less than a quorum. The vote of a majority of the members of the Advisory Board present at a meeting at which a quorum is present constitutes the act of the Advisory Board unless the vote of a greater number is required by these bylaws or provisions of law.

SECTION 6. **Conduct of Meetings**. The Chair of the Advisory Board shall preside over meetings of the Advisory Board, or, if the Chair is absent, the Vice-Chair shall preside. In the absence of the Chair and the Vice-Chair, the Executive Coordinator shall preside.

All members of the Advisory Board other than the chair may make and second motions. All members present, including members present under section 8, may participate in the discussion and deliberation. Voting by proxy is not permitted at any meeting of the Advisory Board.

SECTION 7. **Minutes**. The Recorder shall keep a written record of each meeting of the Advisory Board. The written record must include at a minimum:

- a. The date, time, and location of the meeting;
- b. The names of all persons in attendance;
- c. An accurate recording of all motions and votes;
- d. A summary of the issues and pertinent discussion; and
- e. A copy of all documents presented at the meeting.

The Recorder shall retain the minutes for a period consistent with applicable laws and regulations.

SECTION 8. **Telephone Participation**. Members of the Advisory Board may participate in a meeting of the Advisory Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation by telephone by any member who does not object at the beginning of the meeting to the holding of the meeting in such manner constitutes presence in person at the meeting.

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ARTICLE VI

Superintendent

SECTION 1. **Appointment.** The Superintendent is appointed by the Deputy Commissioner of Programs pursuant to state law.

SECTION 2. **Qualifications.** The Superintendent shall have experience in the administration of a hospital or psychiatric facility and the ability to work productively with a broad range of consumers, advocacy groups, representatives of accrediting agencies, and Maine state executive and legislative officials.

SECTION 3. **Term.** The Superintendent serves an indeterminate term at the pleasure of the Commissioner.

SECTION 4. **Responsibilities.** The Superintendent shall be responsible for:

- a. Providing overall management of the Hospital and its grounds;
- b. Ensuring systematic and effective communication between and among the Advisory Board, Medical Staff, department heads, and all staff;
- c. Ensuring adequate allocation of staff, time for training and participation, information systems, and other support resources for performance improvement and patient safety;
- d. Ensuring the design and implementation of a program for safety of all clients and staff;
- e. Ensuring, and where necessary recommending to the Commissioner, adequate space, equipment, and other resources for the effective delivery of care, treatment, and services;
- f. Ensuring that one level of care appropriate to age and special needs is provided to all clients throughout the Hospital;
- g. Ensuring that clients are receiving essential medical services in a timely manner;
- h. Implementing policies established by the Advisory Board;
- i. Establishing and ensuring compliance with policies and procedures necessary to ensure adequate and safe treatment and services and the Hospital's compliance with

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all applicable federal, state, and local laws, regulations and ordinances, and with the requirements of the accrediting agencies and the Consent Decree;

- j. Reviewing and taking action on reports and recommendations resulting from surveys or inspections by planning, regulatory, funding, and accrediting agencies;
- k. Establishing internal controls to safeguard the Hospital's physical, financial, and human resources;
- l. Implementing a comprehensive management reporting system to provide for accountability to the Advisory Board;
- m. Ensuring that the Hospital plans and coordinates appropriate care, treatment, and services for clients under legal or correctional restrictions;
- n. Overseeing the Hospital's Performance Improvement Program;
- o. Ensuring the planning and implementation of educational activities for clients;
- p. Participating in community planning to meet the needs of the community served by the facility;
- q. Establishing guidelines for relationships between the Hospital and the community;
- r. Designating in writing those individuals who are, in order of succession, authorized to act for him/her during any period of his/her absence from the Hospital;
- s. Organizing the administrative functions of the Hospital, as may be prescribed by the State of Maine; and
- t. Such other responsibilities as may be delegated or prescribed from time to time by the Commissioner.

SECTION 5. **Liaison with Medical Staff.** The Superintendent or the Superintendent's designee shall attend meetings of the Medical Executive Staff to provide liaison between the Medical Staff and the Advisory Board and between the Medical Staff and the Executive Leadership Committee.

SECTION 6. **Reporting.** The Superintendent is administratively responsible to the Deputy Commissioner, who is administratively responsible to the Commissioner.

SECTION 7. **Evaluation.** The Superintendent's performance will be evaluated annually by the Deputy Commissioner of Programs with input from Advisory Board.

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ARTICLE VII

Medical Staff

SECTION 1. **Bylaws**. The Hospital's Medical Staff shall establish bylaws, rules and regulations, and other protocols to delineate the responsibility and authority, and ensure the competency, of the Medical Staff. The Medical Staff's bylaws and rules and regulations must comply with federal and state law and regulations, with the requirements of accrediting agencies, with the Consent Decree, and with the bylaws of the Advisory Board.

Subject to the statutory authority of the Commissioner, the Advisory Board shall approve the bylaws and the rules and regulations of the Medical Staff at the time of their initial adoption and shall approve any new bylaw, amended bylaw, or repealed bylaw proposed by the Medical Staff. Any revisions to the Medical Staff bylaws approved by the Advisory Board must be dated and signed.

The Medical Staff shall review its bylaws and its rules and regulations at least every three (3) years.

SECTION 2. **Appointments**. Subject to the statutory authority of the Commissioner, the Advisory Board has the authority and responsibility for appointing members of the Medical Staff and the granting of clinical privileges.

The bylaws of the Medical Staff must specify the categories of practitioners eligible for appointment to the Medical Staff and establish requirements and procedures for receiving and evaluating applications for Medical Staff membership and for granting clinical privileges. The bylaws also must specify the criteria for selection to the Medical Staff and granting of clinical privileges. No applicant may be denied Medical Staff membership or clinical privileges on the basis of sex, race, color, creed, sexual orientation, or national origin.

The Medical Director and the President of the Medical Staff shall present the Advisory Board with the recommendations of the Medical Staff for approval regarding Medical Staff membership and the granting of clinical privileges.

The Superintendent shall promptly notify candidates for Medical Staff membership and for clinical privileges of action taken by the Advisory Board. Candidates selected for Medical Staff membership shall sign an agreement stating that they will abide by the bylaws and the rules and regulations of the Medical Staff, and by the bylaws of the Advisory Board.

SECTION 3. **Corrective Action**. Members of the Medical Staff shall be accountable to the Advisory Board for the quality of care provided to clients. A member of the Medical Staff may be subject to corrective action whenever his or her activities or professional conduct are detrimental to client safety or to the delivery of quality client care, violate policies adopted by the Advisory Board, violate the bylaws, rules and regulations, or policies of the Medical Staff,

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or are disruptive to hospital operations, or whenever he or she fails to satisfy the qualifications for Medical Staff membership or to fulfill the responsibilities of Medical Staff membership as provided in the Medical Staff bylaws, rules and regulations, or policies. Corrective action may be initiated by any officer of the Medical Staff, the Medical Director, the chair of any standing committee of the Medical Staff, the Superintendent, or the Advisory Board. The Medical Staff bylaws must specify the procedures relating to corrective action.

SECTION 4. **Professional Liability Insurance.** All members of the Medical Staff who are not employees of the State of Maine shall provide proof of professional liability insurance coverage, provided by an insurer authorized to do business in Maine, with limits of not less than \$1,000,000 per occurrence and not less than \$3,000,000 in the aggregate. Members of the Medical Staff may not exercise clinical privileges at the Hospital until satisfactory proof of such coverage has been furnished and shall keep such coverage in force throughout their period of appointment to the Medical Staff. Either the member of the Medical Staff or the insurer shall notify the Superintendent of a cancellation of, or a change in, coverage.

ARTICLE VIII

Committees

SECTION 1. **Executive Leadership Committee.**

- a. Establishment: The Executive Leadership Committee is a standing committee of the Advisory Board. The Committee reports to the Superintendent, who is an ex officio member and the Chair of the Committee.
- b. Purpose. The purpose of the Executive Leadership Committee is to assist the Superintendent in:
 - (1) the overall operation of the Hospital, including the control, utilization, and conservation of the Hospital's physical, financial, and human resources;
 - (2) the recruitment and direction of the Hospital's staff;
 - (3) ensuring effective communication of relevant information between and among the Hospital's Advisory Board, Medical Staff, and all other staff, outside organizations, and clients and their families;
 - (4) communicating the Hospital's policies, plans, and goals to all staff;
 - (5) ensuring that new or modified services or processes are designed well;
 - (6) setting expectations, planning, and managing processes to measure, assess, and improve the Hospital's governance, management, clinical, and support activities; and

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(7) long range planning for the Hospital for purposes of optimizing client care.

- c. Members. The Executive Leadership Committee is composed of the Hospital's senior management and includes the following members: Medical Director; Deputy Superintendent of Administrative Services; Deputy Superintendent of Clinical Services; Director of Nursing; Director of Performance Improvement/Risk Management; Director of Staff Development, Director of Social Work Services; and Director of Support Services. The Superintendent may appoint additional members at his/her discretion.

SECTION 2. Other Committees of the Hospital. The Superintendent may establish other standing committees and such ad hoc committees as the Superintendent deems necessary and appropriate, or as the Advisory Board may direct the Superintendent to establish, to assess the results of the Hospital's activities, to ensure the Hospital's compliance with statutory and regulatory requirements, to assist in the effective management of the Hospital, and to ensure that the goals and objectives of the Hospital are being met. In establishing other committees, the Superintendent shall state the purpose and authority of the committee, select the members of the committee and specify the terms of their appointments, and inform the Advisory Board of the establishment, purpose, and membership of the committee. Committees established by the Superintendent shall report to the Superintendent unless otherwise directed by the Advisory Board or the Superintendent.

SECTION 3. Medical Staff Committees. The Medical Staff may establish committees in order to fulfill its functions. In establishing committees the Medical Staff shall state the purpose and authority of the committee, the method of selection and term of appointment of committee chairs, and to whom the committee reports.

SECTION 4. Review of Committees. The Superintendent shall review annually the purposes and activities of each standing committee established under Sections 1 and 2 of this Article to ensure that the Hospital's goals and objectives are being met by the committee. The Superintendent shall report on his/her review in the Superintendent's annual report to the Advisory Board.

ARTICLE IX

Education

SECTION 1. Advisory Board. Education of the members of the Advisory Board regarding the governance and operations of the Hospital and its Medical Staff is essential to the members' informed performance of their duties under these bylaws. The Superintendent shall develop and implement, and the Advisory Board shall evaluate annually, a program of orientation and ongoing education for members of the Advisory Board.

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SECTION 2. **Continuing Medical Education.** The ongoing professional and clinical education of members of the Medical Staff is essential to quality of client care at the Hospital and the advancement of mental health in the community. The Medical Staff shall develop, implement, and evaluate programs of and requirements for continuing education for medical and psychiatric services relevant to the type and scope of client care delivered at the Hospital.

ARTICLE X

Performance Improvement

SECTION 1. **Program.** The Superintendent, through the Director Performance Improvement, shall establish and support an ongoing performance improvement program. The program must be based on the mission, vision, and values of the Hospital, and must be designed to support the Hospital's strategic goals. The program must prioritize activities on a high risk, high volume, or problem-prone basis.

SECTION 2. **Reporting.** The Director of Performance Improvement shall provide to the Advisory Board at each of its regular meetings a report on the Hospital's Performance Improvement Plan. The report must include an assessment of the overall quality of care provided by the Medical Staff and the staff of other clinical services. The report also must identify (a) issues and the plan for their resolution and (b) opportunities for improvement of patient care, including safety and risk management.

SECTION 3. **Executive Leadership Committee.** Executive Leadership Committee is responsible for reviewing the Hospital's continuous performance improvement activities

ARTICLE XI

Planning and Annual Report

SECTION 1. **Planning.** The Superintendent, in collaboration with the Medical Staff and the Executive Leadership Committee, shall develop an effective organizational planning process. The Superintendent shall submit to the Advisory Board annually, for review and advice, an overall plan and budget for the Hospital.

SECTION 2. **Client Care.** The Superintendent shall ensure that the Hospital's planning for care, treatment, and services addresses the following: the needs and expectations of clients and, as appropriate, families and referral sources; staff needs; the scope of care, treatment, and services needed by clients at all of the Hospital's locations; financial and human resources for providing Client care; recruitment, retention, development, and continuing education needs of all staff; and data for measuring the performance of processes and outcomes of care.

SECTION 3. **Annual Report.** Within ninety (90) days after the close of each fiscal year, the Superintendent shall submit to the Advisory Board and the Commissioner for their review an annual report, which must include:

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- a. The Hospital's goals and objectives for the current fiscal year, and a summary and evaluation of the Hospital's progress toward the prior fiscal year's goals and objectives;
- b. A summary of the Hospital's budgetary process and financial data for the current biennium to the extent that they differ from information generated by the Department;
- c. A summary of the Hospital's operational data for the prior fiscal year.
- d. A summary of the Hospital's performance improvement activities for the prior fiscal year; and
- e. A summary of the Superintendent's review of the Hospital's committees, as required by Article VIII, Section 4.

ARTICLE XII

Conflicts of Interest

SECTION 1. **Conflict Defined.** A member of the Advisory Board may not personally or substantially participate in any proceeding or action in which, to the best of his or her knowledge, any of the following have a direct and substantial financial interest:

- a. The Advisory Board member, the member's spouse, or the member's dependent children;
- b. The member's business or financial partners;
- c. A person or organization with which the member is negotiating or has agreed to an arrangement concerning prospective employment;
- d. An organization in which the member has a direct and substantial financial interest; or
- e. Any person with whom the member has been associated as a partner or a fellow shareholder in a professional service corporation pursuant to Title 13, chapter 22, during the preceding year.

SECTION 2. **State Employees.** In addition to the provisions of section 1, any person employed by the State of Maine at the time that these bylaws are in effect shall not be a party to any benefit, including any benefit that might arise directly or indirectly due to his or her employment by, or financial interest in, the activities of the Advisory Board, without the written consent of the State Purchases Review Committee, or that might arise therefore directly or indirectly that would constitute a violation of 5 M.R.S.A. § 18 or 17 M.R.S.A. § 3104.

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SECTION 3. **Disclosure and Abstention**. Members of the Advisory Board shall avoid the appearance of any conflict of interest by appropriate disclosures or abstention.

SECTION 4. **Dispute Resolution**. In the event of a dispute, the final determination on whether a member will be disqualified from participating in and voting on a particular matter or question on the grounds of conflict of interest must be decided by a majority vote of the members of the Advisory Board present and authorized to vote.

ARTICLE XIII

Conflict Resolution

SECTION 1. **Generally**. Conflicts generally at the Hospital must be resolved through the State of Maine Civil Service Law, Title 5 M.R.S.A.; the Collective Bargaining Agreements applicable to the Hospital's employees; and the Medical Staff bylaws.

SECTION 2. **Medical Staff Recommendations**. When the Advisory Board does not concur with a recommendation of the Medical Staff regarding appointment to the Medical Staff, reappointment, or the granting or curtailing of Medical Staff privileges, the Commissioner must resolve the conflict.

ARTICLE XIV

Contracted Medical Services

SECTION 1. **Contract Required**. The Superintendent shall ensure that any contracts for clinical or non-clinical direct client services will be through a written agreement that includes the following:

- a. A description of the services to be rendered and the duties and responsibilities of the contractor;
- b. A statement of the contractor's duty toward the Hospital's Continuous Performance Improvement Plan, and indicators for performance improvement;
- c. Requirements for proof of competencies, evaluations of performance, and participation in the Hospital's institution-wide orientation program;
- d. Specification of the frequency of the contractor's visits to the Hospital;
- e. Assurance that services will be provided in compliance with all applicable federal and state laws and regulations; and
- f. The duration of the agreement.

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SECTION 2. **Record.** The Deputy Superintendent of Administrative Services shall maintain a list of all of the Hospital's contracts for clinical or non-clinical direct patient services.

ARTICLE XV

Evaluation of Advisory Board

SECTION 1. **Evaluation.** The Advisory Board shall evaluate annually its composition, activities, and procedures to determine if it is successfully furthering the mission and vision of the Hospital and the duties and responsibilities of the Advisory Board as stated in these bylaws. The Superintendent, with assistance from the Executive-Coordinator, shall administer the process for self-evaluation.

ARTICLE XVI

Amendment and Review of Bylaws

SECTION 1. **Amendments.** The Advisory Board shall have the power to add to, amend, or repeal these bylaws. The affirmative vote of two-thirds of the members of the Advisory Board then in office is required to add to, amend, or repeal the bylaws. The Advisory Board may amend the bylaws either at a regular or special meeting, or by delivering by mail a copy of the proposed new bylaw, the amendment, or the bylaw to be repealed to all members of the Advisory Board and obtaining the votes of Advisory Board members by mail. The notice of any regular or special meeting at which action to amend the bylaws will be taken must be given at least thirty (30) days before taking the action and must state the text of the proposed new bylaw, the amendment, or the bylaw to be repealed.

SECTION 2. **Review.** The Advisory Board shall review these bylaws at least every three (3) years. In the course of each review, the Advisory Board shall ensure that the bylaws comply with all applicable federal, state, and local requirements and with the requirements of accrediting agencies. The Superintendent shall sign and affix to the bylaws a notation indicating the date of the review.

ARTICLE XVII

Effective Date

SECTION 1. **Effective Date.** These bylaws, and any amendments to these bylaws, become effective immediately upon adoption by the Advisory Board.